

VAUGHAN, DALE, HUNTER AND BEAUDETTE

PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

WHALER'S LANE

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KEVIN F. DALE

WILLIAM F. HUNTER

RICHARD P. BEAUDETTE

LORI D'ELIA

January 14, 2014

HAND DELIVERY

Bruce Miller, Chairman
Nantucket County Commissioners
Town and County Building
Broad Street
Nantucket, Massachusetts 02554

RE: Sankaty Head Golf Club Option Agreement
Easement for Alternative Access to Baxter Road

Dear Chairman Miller:

On behalf of my client, Sankaty Head Golf Club, enclosed for your review, comment and approval is a proposed Option Agreement which grants the Town and County an option to acquire a roadway easement from Sankaty Road over Sankaty Golf Club and Paul Judy properties. Please review this Option Agreement and let me know if you have any questions or concerns prior to the January 22, 2014 County Commissioners hearing on this matter. Thank you for your help.

Sincerely,



Bruce Miller, Chairman
Nantucket County Commissioners
January 14, 2014
Page 2 of 2

KFD/mep

Enc.

cc: George X. Pucci, Esquire
Glenn Wood, Esquire
Whitney A. Gifford, Esquire
Sarah F. Alger, Esquire
Daniel Bailey, Esquire
Eugene Goodwillie, Jr., President, Sankaty Head Golf Club

OPTION AGREEMENT

This AGREEMENT ("Agreement") is made as of this ____ day of January 2014, by and among the Town of Nantucket by and through its Board of Selectmen as duly appointed, 16 Broad Street, Nantucket, Massachusetts 02554, the County of Nantucket by and through its County Commissioners as duly appointed and having an address of 16 Broad Street, Nantucket, Massachusetts 02554, Sankaty Head Golf Course, Inc., a duly organized Massachusetts corporation having a mailing address of Post Office Box 292, Siasconset, Massachusetts 02554 (the "Club"), as the owner of that certain parcel of land located in Nantucket, Nantucket County, Massachusetts, now known and numbered as 125 Sankaty Road, Siasconset, being Lot 5A on Land Court Plan 9548-C, by virtue of Certificate of Title No.1308 at Nantucket Registry District (the "Club Land"), Whitney A. Gifford, Trustee of the S.J. Nominee Trust under Declaration of Trust dated September 28, 1998, recorded with the Nantucket Registry of Deeds in Book 598, Page 172, of (c/o Carol Cronin) 19 Mayo Avenue, Annapolis, Maryland 21403 (the "SJ Trust"), as the owner of a certain parcel of land, together with the buildings thereon, located in Nantucket, Nantucket County, Massachusetts, now known and numbered as 117 Sankaty Road, Siasconset, shown as Lot 23 on L.C. Plan No. 9548-D by virtue of deed dated September 28, 1998, recorded with the Nantucket Registry of Deeds in Book 598, Page 178 and Certificate of Title No. 18,649 at the Nantucket Registry District for the Land Court, (the "SJ Trust Land") and, Whitney A. Gifford, Trustee of the S.C. Nominee Trust under Declaration of Trust dated September 7, 1999, recorded with the Nantucket Registry of Deeds in Book 647, Page 184, of (c/o John A. Judy) 119 Evergreen Avenue, Elmhurst, Illinois 60126 (the "SC Trust"), as the owner of a certain parcel of land, together with the buildings thereon, located in Nantucket, Nantucket County,

Massachusetts, now known and numbered as 108 Baxter Road, Siasconset, Lot 24 on Plan No. 3 of the Division of Heirs of William J. Flagg, recorded with Nantucket Deeds in Plan Book 6, Page 16, by virtue of deed dated September 7, 1999, recorded with Nantucket Deeds in Book 647, Page 191, (the "SC Trust Land").

WITNESSETH:

WHEREAS, Baxter Road is threatened by severe coastal erosion, and as a result, the Town and County of Nantucket (collectively, the "Town") is investigating possible alternative means of access to the properties along Baxter Road in the event Baxter Road becomes impassable, and the Town is proposing to make takings by Eminent Domain to provide such alternate access. The parties hereto acknowledge that a Petition has been sent to the County Commissioners to acquire, by purchase, gift eminent domain or otherwise easement interests in land of the Club as depicted on the attached "Petition to the County Commissioners of the County of Nantucket Relative to Baxter Road Extension.";

WHEREAS, the Club wishes to present to the Town, an alternative access route that does not include a taking of Club Land to the west of the Existing Baxter Road, near its fifth green as shown on the attached Exhibit "A" "PRELIMINARY WORKING PLAN for the EASEMENT TAKING PLAN of BAXTER ROAD EXTENSION in NANTUCKET, MASS. prepared by Bracken Engineering, Inc. dated December 24, 2013 (2 pages)";

WHEREAS, the parties subject to the proposed Alternative Access, the Club, the SJ Trust and the SC Trust have agreed to provide easements to the Town to effectuate such Alternative Access and in doing so, retain various consultants, attorneys, surveyors and engineers to prepare and present plans and easements for such Alternate Access to the Town; and

WHEREAS, the Club, the S J Trust and the S C Trust, subject to the terms and conditions

of this Agreement, agrees to give the Town an Option to acquire the easements over their land as depicted on the attached Plan upon the breach of Baxter Road if, at the time, Alternative Access has not been laid out and easements acquired by the County Commissioners.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Club, the S J Trust and the S C Trust agree to give the Town an Option that upon the breach of Baxter Road, if the alternative Access is not laid out and easements acquired, the Club, the S J Trust and the S C Trust will, within fourteen (14) days of written notice from the Town, offer the Town the voluntary grant of an easement as depicted on the attached Plan in favor of the Town.
2. The Town shall pay to the Club, the S J Trust and the S C Trust \$5,000.00 for the Option.
3. A breach of Baxter Road shall consist of a natural event whereby the road becomes impassable and an imminent danger to residents thereof as determined in writing by Dave Fronzuto, Director of Nantucket Emergency Management.
4. The Town will work cooperatively with the Club, the SJ Trust and the SC Trust to acquire easements in favor of the Town and lay out as a public road the Alternative Access, and the Town shall make such changes to the Zoning Bylaw of Nantucket such that the SR-1 Zone abutting the S J Trust Land and the S C Trust Land shall be extended to include those parcels of land shown on Nantucket Assessor's Map 48, Parcels 27, 28, 38.1 and 47.1 currently zoned Limited Use General-3 ("LUG-3").
5. During the term of this Option Agreement, the Town agrees to not pursue the

attached Petition and abandons the Town's efforts to take by eminent domain the Club Land near its fifth green.

6. Once the Alternative Access is laid out and easements have been acquired and recorded, with all appeal periods expired, the Town will formally vote to terminate and abandon the attached Petition. Such termination and abandonment shall be memorialized by a vote of the Nantucket County Commissioners, and/or other legally required action by the Town.

7. The execution of this Agreement by the signature of any party electronically transmitted as a facsimile or scan shall have the same force and validity as an original signature.

8. If any provision or condition of this Agreement shall be determined invalid or unenforceable by a court of competent jurisdiction, the remaining provisions and conditions shall remain in full force and effect and shall be valid and enforceable to the fullest extent permitted by law.

9. This Agreement is to be construed as a Massachusetts contract, is to take effect as a sealed instrument, sets forth the entire contract between the parties, is binding upon and inures to the benefit of the parties hereto and their respective heirs, devisees, executors, administrators, successors, and assigns, and may be canceled, modified, or amended only by a written instrument executed by both parties hereto.

[THIS SPACE INTENTIONALLY BLANK, SIGNATURE PAGES TO FOLLOW]

Executed as sealed instrument, this ____ day of _____, 2014.

Town of Nantucket by and through its Board
of Selectmen

By: _____
Rick Atherton, Chairman

By: _____
Bob DeCosta, Vice Chairman

By: _____
Bruce Miller

By: _____
Matt Fee

By: _____
Tobias Glidden

[THIS SPACE INTENTIONALLY BLANK, SIGNATURE PAGE TO FOLLOW]

Executed as sealed instrument, this ____ day of _____, 2014.

County of Nantucket by and through its
County Commissioners

By: _____
Bruce Miller, Chairman

By: _____
Bob DeCosta

By: _____
Rick Atherton

By: _____
Matt Fee

By: _____
Tobias Glidden

[THIS SPACE INTENTIONALLY BLANK, SIGNATURE PAGE TO FOLLOW]

Executed as sealed instrument, this ____ day of _____, 2014.

Sankaty Head Golf Course, Inc.,

By: _____
Eugene W. Goodwillie, Jr., President

[THIS SPACE INTENTIONALLY BLANK, SIGNATURE PAGE TO FOLLOW]

Executed as sealed instrument, this ____ day of _____, 2014.

S.J. Nominee Trust

By: _____
Whitney A. Gifford, Trustee of the S.J.
Nominee Trust

[THIS SPACE INTENTIONALLY BLANK, SIGNATURE PAGE TO FOLLOW]

Executed as sealed instrument, this ____ day of _____, 2014.

S.C. Nominee Trust

By: _____
Whitney A. Gifford, Trustee of the S.C.
Nominee Trust

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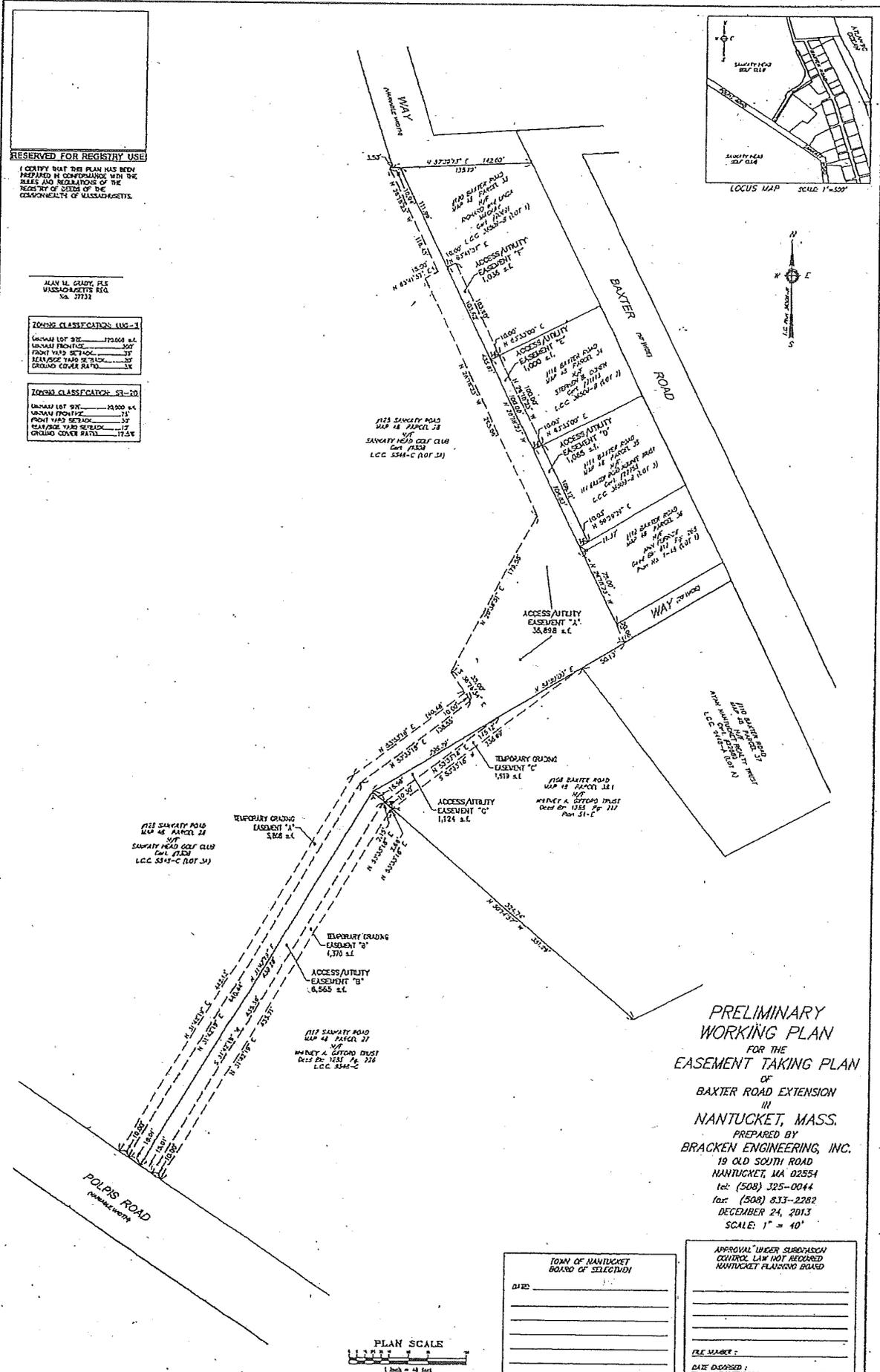
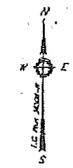
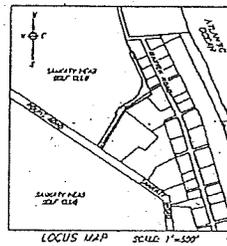
RESERVED FOR REGISTRY USE

I CERTIFY THAT THIS PLAN HAS BEEN PREPARED IN COMPLIANCE WITH THE RULES AND REGULATIONS OF THE REGISTRY OF DEEDS OF THE COMMONWEALTH OF MASSACHUSETTS.

JANU M. GRADY, PLS
 MASSACHUSETTS REG.
 No. 77732

ZONING CLASSIFICATION: (UG-3)	
MINIMUM LOT SIZE	170,000 s.f.
MINIMUM FRONTAGE	100'
FRONT YARD SETBACK	25'
REAR YARD SETBACK	20'
GROUND COVER RATIO	3%

ZONING CLASSIFICATION: (S3-20)	
MINIMUM LOT SIZE	25,000 s.f.
MINIMUM FRONTAGE	75'
FRONT YARD SETBACK	25'
REAR YARD SETBACK	15'
GROUND COVER RATIO	17.5%



PRELIMINARY WORKING PLAN
 FOR THE
EASEMENT TAKING PLAN
 OF
BAXTER ROAD EXTENSION
 IN
NANTUCKET, MASS.
 PREPARED BY
BRACKEN ENGINEERING, INC.
 19 OLD SOUTH ROAD
 NANTUCKET, MA 02554
 tel: (508) 325-0044
 fax: (508) 833-2282
 DECEMBER 24, 2013
 SCALE: 1" = 40'

TOWN OF NANTUCKET
 BOARD OF SELECTMEN

DATED: _____

APPROVAL UNDER SUBORDINATE
 CONTROL LAW NOT REQUIRED
 NANTUCKET PLANNING BOARD

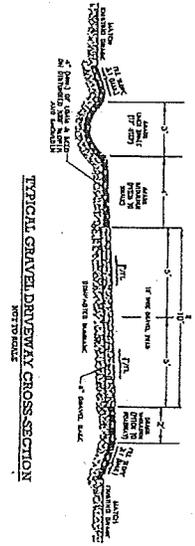
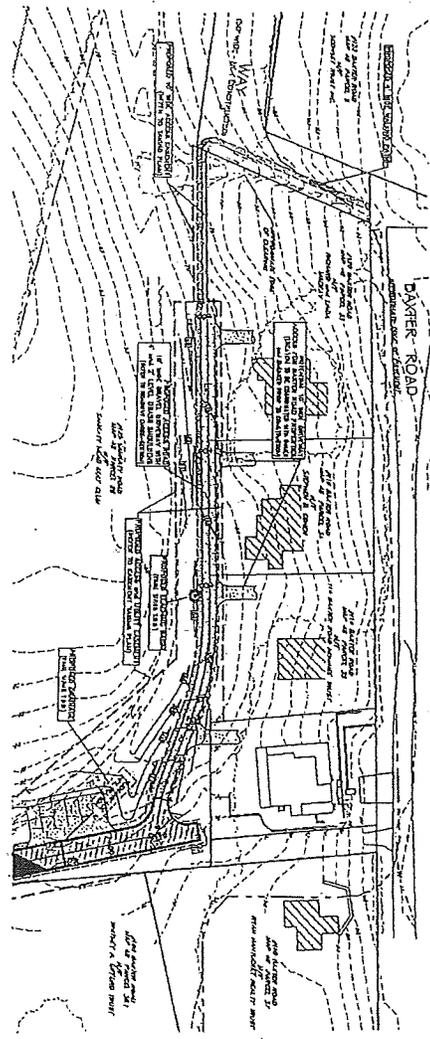
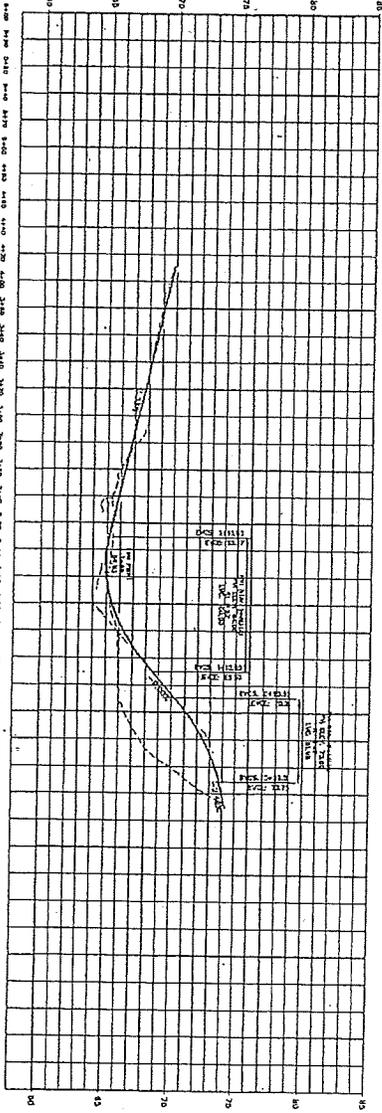
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DATE DISPOSED: _____

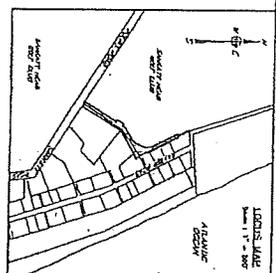
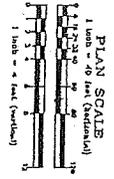
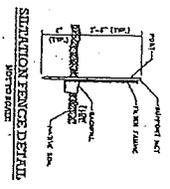


CONTRACT (S) BY BRACKEN ENGINEERS INC. NO. 2013-0001
 A portion of the contract for the construction of the road shown on this plan is hereby approved by the Board of Selectmen of the Town of Nantucket, Massachusetts, on the 12th day of November, 2013.
 The construction shall be in accordance with the specifications of the Massachusetts Department of Transportation, and shall conform to the standards of the Massachusetts Department of Transportation.

Vertical Curves: (Vertical Curve Length) = 100 feet. (Vertical Curve Height) = 1.5 feet. (Vertical Curve Offset) = 0.00075 feet. (Vertical Curve Grade) = 0.00075 feet. (Vertical Curve Stationing) = 100 + 1.5 = 101.5 feet. (Vertical Curve Stationing) = 100 + 1.5 = 101.5 feet.



ISSUED FOR REVIEW - NOT FOR CONSTRUCTION



2 SHEET 2 OF 2	BRACKEN ENGINEERING INC. 41 REDBANK FORD ROAD NANTUCKET, MA 02554 (508) 228-1111 (508) 228-1112	WORKING ROADWAY PLAN OF POLPIS ROAD and BAXTER ROAD IN NANTUCKET, MA		SHEET TITLE PLAN and PROFILE		DATE NOVEMBER 12, 2013	SCALE 1" = 40' HOR. 1" = 4' VER.	DRAWN BY RMM	CHECKED BY DFR	PROJECT NO. 373-190
		PROJECT NO. 373-190								